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Graf and Associates
agent for

The New R.P.O. Self-Educational Foundation
A Type "B" Not-For-Profit Membership Corporation

FILED
99 AUG 20 PM 5:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 11th, 1999

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee,
Florida 32314

Re: For Profit Incorporation of New Genuine Innovative Mind, Inc.

Dear Ladies and Gentlemen:

It gives me great pleasure to file with you and your office the
above named for profit corporation.

I have enclosed the required fee of \$122.50 in the form of a money
postal order.

I have also enclosed two duplicate original(s) of the Articles of
Incorporation for your return certified copy to:

New Genuine Innovative Mind, Inc.
Graf Paige - Agent for Process
7535 N.W. 14th Place
Miami, Florida 33147

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****122.50 *****78.75

Thank you for your speedy reply and your interest in people (and
animals I am sure) everywhere.

Sincerely

Graf Paige
Graf Paige
Agent

cc: New RPO Board of Directors
New Genuine Innovative Mind, Inc.
New Graf Paige and Associates, Inc.
Open file

ARTICLES OF INCORPORATION

OF

NEW GENUINE INNOVATIVE MIND INC.

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We, the undersigned persons, residents of the State of Florida and citizens of the United States, do hereby associate ourselves together for the purposes of forming a for-profit corporation pursuant to Chapter 607, Florida Statutes, and adopt(s) the following articles of incorporation for such corporation.

ARTICLE 1

Name

The name of the corporation shall be New Genuine Innovative Mind, Inc. with its principal place of business at 7535 N.W. 14th Pl, Miami, Fla and such other places within or without the United States as may be designated by said corporation. The name of the registered agent at such address is Graf Paige.

ARTICLE 11

Duration

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of this document.

ARTICLE 111

Specific and Primary Purposes

The specific and primary purposes for which the corporation is organized will be: "To promote a general development corporation; to engage in any commercial, industrial, agricultural, real estate, or engineering enterprise calculated or designed to be profitable to this corporation; to deal in finance of all types and descriptions as principle, agent, or partner in conjunction with any for-profit, partnerships, sole proprietorship and non-profit, not-for-profit corporations within or without the United States."

ARTICLE IV

General and Objective Purposes

The general and objective purposes of this corporation proposed to be transacted, promoted or carried on is to engage in any lawful practice or activity as authorized by its Articles and By-Laws; and to conduct a business in a profitable and ethical manner complying with local, county and state statutes of law.

ARTICLE V

Powers

This corporation, subject to any limitations provided in the State of Florida Statutes or the corporations(s) certificate of incorporation shall have these powers in furtherance of its corporate purposes:

1. To sue and be sued in all courts and to participate in action and proceedings, whether judicial, administrative, arbitratve or otherwise, in like cases as natural persons.
2. To have a corporate seal and to alter such seal at pleasure, and to use it by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.
3. To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use or otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
4. To sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge or create a security interest in, all or any of its property, or any interest therein, wherever situated. To take, purchase, receive or dis-

pose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

5. To make capital contributions or subventions to other not for profit corporations, and to accept subventions and capital from persons and corporations.

6. To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign provided that the surviving corporation is a corporation for profit.

7. To make contracts, give guarantees and incur liabilities, borrow money at such rate of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property or any interest therein, wherever situated.

8. To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To conduct the activities of the corporation and have offices and exercise the powers granted by this article in any jurisdiction within or without the United States.

10. To elect or appoint officers, employees and other agents of the corporation, define their duties, fix their reasonable compensation and the reasonable compensation of directors, and to indemnify corporate personnel. Such compensation shall be commensurate with services performed.

11. To adopt, amend or repeal by-laws, including emergency by-laws relating to the activities of the corporation, the conduct of its affairs, its rights or powers or the rights or powers of its members, directors or officers.

12. To make donations, irrespective of corporate benefit, for the public welfare or for the community fund, hospital, charitable, educational, scientific, civic or similar purposes, to non-profit or not-for-profit corporations.

13. To be a member, associate or manager of ANY not-for-profit activities or to the extent permitted in any other jurisdiction to be an incorporator of other corporations.

14. To have and exercise all powers necessary to effect any or all of the purposes for which the corporation is formed.

15. Notwithstanding any of the other provisions of this certificate, the corporation shall not conduct or carry on any unlawful or illegal activities contrary to Statues of law in any jurisdiction within or without the United States, except as may be in furtherance of the specific and primary purposes for which the corporation was formed.

ARTICLE VI

Capital Stock

The total authorized capital stock of the Corporation shall be twenty millioncommon shares of .001 value.

ARTICLE VII

Officers

Section 1. PRESIDENT: The President shall preside at all meetings of the Board of Directors; shall appoint committees and shall be as a officer member of such committees and perform such such other duties as generally pertain to this office.

Section 2. VICE-PRESIDENT: In the absence of the President, the Vice-President shall perform the duties pertaining to the office of the President, and shall perform all duties delegated to him by the President.

Section 3. SECRETARY: The Secretary shall be responsible for keeping the minutes of all meetings of the Board of Directors and shall have general charge of the corporate book and seal of the corporation as well as memberships. He/she shall notify the Board of Directors of all meetings of the Board and take

the minutes of such meetings. Those minutes of those meetings shall be read to the next Board of Directors meeting. He/she shall have charge of the contracts of the Corporation.

Section 4. TREASURER: The treasurer shall be responsible for keeping charge of the funds of the corporation and take reports of the receipts and disbursements in such form and manner as the Board may direct. He/she shall collect or cause to collect all payments, fees owing the corporation, shall keep or cause to be kept proper accounts of the corporation. He/she shall pay all bills or cause them to be paid by a properly designated person. All checks shall be countersigned by the President or his designate.

Section 5. The officers shall be elected by the Board of Directors of the corporation at its annual meeting.

ARTICLE VIII

Board of Directors

Section 1. The general business affairs of this corporation shall be vested in a Board of Directors, consisting of not less than three (3) and not more than ten (10) members. A Director may resign by written notice delivered to the Board of Directors. The initial Directors shall hold office until the first annual meeting of the corporation at which time a Board of Directors shall be elected. The term of Directors thereafter chosen shall be for a period of five (5) years except that the terms of office of persons chosen to fill vacancies arising by reasons of death, resignations or otherwise, shall be for the unexpired term of the Director whose place is vacant.

Section 2. The management and administration of the corporation shall be

vested in the Board of Directors.

Section 3. The Board of Directors shall be elected by two-thirds quorum vote of the Board of Directors of the Corporation.

Section 4. If any vacancy occurs in the Board of Directors by reason of death or resignation of one of its members, the President shall appoint a Director to fill such vacancy.

Section 5. The below Directors shall be considered to have held and exercised the powers of the following officers and shall continue to do so until the election of the first Board of Directors meeting.

1. Sonya Marie Williams President/Treasurer/Director
7535 N.W. 14th Place
Miami, Florida 33147
2. Anthoney Early Vice President
1884 NW 52nd Street
Miami, Florida 33142
3. Andre Geddes Corporate Secretary
14616 S.W. 143rd Place
Miami, Florida 33186
4. None

ARTICLE 1X

Meetings

Section 1. There shall be an annual meeting of the members of this corporation at such time as shall be designated in the by-laws of this corporation.

Section 2. The annual meeting of the Board of Directors shall be held each year following the annual meeting of the members. Additional meetings of the Board may be called at any time at the discretion of the President, or upon call by one-third (1/3) of the members of the Board of Directors upon one (1)

Section 3. All officers shall assume office immediately upon election and shall serve for a period of five (5) years or until their successors are elected.

Section 4. At any Board meeting, a majority of Board members shall constitute a quorum.

Section 5. In case any office becomes vacant by death or resignation, the Board of Directors shall elect one (1) of its members to fill the vacancy, who shall hold such office for the unexpired term.

ARTICLE X

Paid in Shares

All shares of this Corporation shall be paid in as the Board of Directors may designate and as provided by law, and said shares when issued shall thereupon and thereby be fully paid and non-assessable.

ARTICLE XI

Location

The street address and city of the initial registered office of the corporation shall be: 7535 N.W. 14th Place, Miami, Florida 33147 and the name of the registered agent at such address is Graff Paige.

ARTICLE XII

Amendments

These Article of Incorporation may be amended by a two-thirds (2/3) quorum vote of the Board of Directors at any regular meeting, provided copies of the proposed amendments have been sent to all members at least one (1) week prior to the meeting at which said amendments are to be considered.

ARTICLE XIII

Distribution of Assets on Dissolution

In the event that the corporation shall be terminated or cease to exist or

Dated the Eleventh day of August, 19 99

IN WITNESS WHEREOF, the undersigned being the incorporator(s) of this corporation have executed these Articles of Incorporation.

Signature(s) of Incorporator(s)

Graf Paige
Graf Paige

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations Section 607.325 of the Florida Statutes of Law.

Graf Paige
(Registered Agent)

STATE OF FLORIDA
COUNTY OF DADE

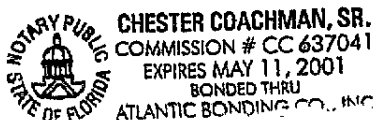
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned authority, personally appeared Graf Paige

to me well known to be the person(s) who executed the foregoing Articles of incorporation and acknowledge before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth. IN WITNESS WHEREOF, I have hereunto set my hand and seal this Eleventh day of August, 19 99

My commission expires:

Chester Coachman Sr
(Notary Public)
Chester Coachman Sr.



SEAL

